The Milwaukee Radio Amateurs' Club, Inc.

The World's Oldest Continuously Active Radio Amateur Club

Amended By-Laws

- 1948 -

Milwaukee, Wisconsin

Articles of Organization

ARTICLE 1. The undersigned have associated and do here associate themselves together, the purposes for which is to own, operate and maintain an amateur, special amateur or experimental radio telegraphic and telephonic station or stations; for the more effective relaying of friendly telegraphy, radio telephony, and allied subjects among its members; to associate or affiliate itself with the American Radio Relay League, Inc., of Hartford, Connecticut, or any other radio telegraphic or telephonic organization or organizations: for the more effective relaying of friendly messages between the different stations for legislative protection, for orderly operating and for practical improvement of short-wave radio telegraphic communication; for banding local radio amateurs into a non-commercial organization that could champion their cause and to provide a means whereby the intellectual standing of the members could be collectively raised; and to uphold the laws of radio communication of the United States of America and assist its officials in apprehending offenders therof.

BY-LAWS

ARTICLE 1

MEMBERS

Section 1. Place of meetings.

Regular meetings of the Members shall be held in the Conference Room of the Milwaukee Public Museum located at 818 W. Wisconsin Ave., Milwaukee, Wisconsin, or at such other places as designated by the Board of Directors.

Section 2. Annual Meeting.

The annual meeting of the Members of this corporation shall be held on the second last Thursday of May of each year. The election of members of the board of directors shall take place, and the newly elected board and it's chosen officers shall be installed into office on the last Thursday of the regular club season. It shall be the duty of the Secretary to give five days' notice in writing of such meeting by ordinary mail to each member, said notice to state that the meeting is the annual meeting and the time and place where said meeting will be held and said notice to be addressed to each Member at his address as the same appears upon the records of the corporation; nevertheless, a failure to give such notice shall not effect the validity of such annual meeting or of any proceedings at such meeting providing a quorum of the membership is present. At the annual meeting any business may be transacted which does not, by the laws of the State of Wisconsin, require a special notice.

Section 3. Special Meetings.

Special meetings of the Members may be held whenever called by the Secretary upon the direction of the President or upon the written direction of one-fourth of the Members of the coropration. It shall be the duty of the Secretary to give five days' notice of such meeting in writing by ordinary mail. Said notice to state the purpose for which and the time and place where said meeting will be held and said notice to be addressed to each Member at his address as the same appears upon the records of the corporation.

Section 4. Regular Meetings.

The regular meetings of the Members of this

corporation shall be held every Thursday evening at Eight o'clock P.M., except no meeting will be held where a Thursday falls on a legal holiday. From the first Thursday after Labor Day, to and including the last Thursday in May, except when this latter day should fall on Memorial Day, when the first Thursday in June shall terminate the regular club season.

BY-LAWS

Section 5. Irregular Meetings.

Whenever a quorum of the members of the corporation shall be present at any meeting, however notified, and shall sign a written consent to the holding of such meeting on the records thereof, they may transact any business at such meeting which could lawfully be transacted at any meeting of the Members of this corporation regularly called and notified.

Section 6. Quorum.

One-fourth of the voting membership of this corporation shall constitute a quorum at any meeting of such Members and be capable of transacting any business thereof, except when otherwise especially provided by law or by the Articles of Organization of this corporation; but if, at any meeting of the Members, there be less than a quorum present, a majority in interest of the Members present in person may adjourn from time to time without notice other than by announcement at the meeting until a sufficient number of Members requisite to constitute a quorum shall attend. At any such adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7. Organization.

The President, and in his absence the Vice-President, and in their absence any Member chosen by the Members present, shall call such meetings and the Secretary of the corporation shall act as the Secretary of the meeting.

Section 8. Order of Business.

The order of business at the regular weekly

meetings of the Members of this corporation shall be as follows:

(1) Call to order, — Eight o'clock P. M.
(2) Taking of Attendance
(3) Reading of the Minutes of the preceding meeting and action thereon.
(4) Reports of Officers.
(5) Reports of Standing Committees.
(6) Reports of Special Committees.
(7) Unfinished business.
(8) Miscellaneous Business.
(9) New Business.
(10) Radio Talks.
(11) General Radio Discussion.

The order of business at special meetings of the Members of this corporation shall be as follows;

Section 8. Order of Business—(Continued)

(1) Call to order, — at time prescribed by President.
(2) Business for which meeting was called.

The order of business at the annual meetings of the Members of this corporation shall be as follows:

(1) Call to order, — 8:00 P.M.
(2) Roll Call.
(3) Reading of the Minutes of the preceding meeting and action thereon.
(4) Reports of the Board of Directors for the year.
(5) Reports of the Officers for the year.
(6) Reports of Standing Committees for the year.
(7) Election of a Board of Directors for ensuing year. Chosen from the (regular) members only.
(8) Election of Officers by Board of Directors.
(9) Plans for the coming year.
(10) Special Features.

Section 9. Conduct of Meetings.

All meetings of this corporation shall be conducted with reasonably strict adherance to Roberts Rules of Order, Revised. This refers to the manner of addressing the chair, making motions, and like matters, but should not be so rigidly adhered to as to interfere with the rapid conduct of business and the carrying out of the purposes of

the corporation, as explained in the Articles of Organization of this corporation.

Section 10. Conduct of Members at Meetings.
The use of profane and obscene language at any regular weekly business meeting or special meeting of the corporation is strictly prohibited.

Section 11. Supplies required.
Repealed in its entirety.

Section 12. Qualifications for Membership.
The membership of the corporation shall be composed of; (1) Regular Members., (2) Associate Members., (3) Life Members., (4) Honorary Members., (5) Non-Resident Members.

(1) Candidates for Regular Membership shall hold a United States radio operator's license of AMATEUR grade, shall be a member in good standing of the American Radio Relay League, Inc., and have a bona fide interest in amateur radio activities. (2) Candidates for Associate Membership shall have a bona fide interest in Amateur radio activities.

(3) Candidates for Life Membership shall be selected from the Regular Membership of the Corporation by the Board of Directors after such member has been (a) a Regular Member in good standing, continuously for a period of twenty (20) years or has been (b) a Regular Member in good standing, continuously until such time as a sum of fifty dollars ($50.00) has, in the form of dues, been contributed to the treasury and has made a formal request in writing, to the Board of Directors for this classification of membership; or has been (c) deemed by the Board of Directors of the Corporation worthy of this Classification because of their outstanding efforts on behalf of the Corporation in promoting, beyond ordinary requirements, the interests of the Corporation as a whole. The provision governing such selection shall depend upon which situation shall be first to occur. All other provisions of Regular Membership shall govern this class of Membership. (4) Candidate for Honorary Membership shall be selected by the Board of Directors from any list or lists of individuals who have contributed outstanding service to or for Amateur Radio, with no provision however, that Honorary Members shall not be deemed voting members of the Corporation. (5) Candidates for Non-Resident Membership shall have a bona fide interest in Amateur Radio activities and shall not live within the corporate limits of the County of Milwaukee in the State of Wisconsin, with the provision however that Non-Resident Members shall not be deemed voting members of the Corporation.

Section 13. Fees.

The Membership of said Corporation (except Honorary Members) shall pay an initiation fee of Fifty Cents ($.50). Regular members and Associate Members shall pay a Annual fee of Two Dollars ($2.00) due within the first sixty (60) days of the club season. Life Members and Honorary Members shall be deemed to be non-contributing members and shall not be considered liable for any payments of dues, fees or assessments chargeable to other classes of membership. Non-Resident Members shall pay a yearly fee of One Dollar ($1.00)

Regular, Associate and Non-Resident Members in good standing who enter any of the armed services of the United States of America shall, upon written request or upon request of two (2) or more Directors of the Corporation, be deemed eligible for a leave of absence which will free such individuals from any payments of dues, fees, or assessments for such period of time of service in the armed forces of the United States of America as may be required by law.

Such members shall not forfeit any privileges due them under ordinary circumstances.

Regular, Associate and Non-Resident Members in good standing who, because of illness or accidents involving their person and whose incapacity is of a prolonged nature, shall, upon request in writing or upon request of two (2) or more directors of the corporation, be deemed eligible for a leave of absence which shall free such members from any payments of dues, fees or assessments for such period of time as such incapacity exists. Such members shall be deemed to be non-participating and shall forfeit all privileges due them under ordinary circumstances, with the provision

however, that their status as Regular, Associate or Non-Resident Members may be resumed upon their recovery.

Regular and Associate Members in good standing, who because of the nature of their employment, are called from the County of Milwaukee, State of Wisconsin, for a prolonged period of time, shall upon written request be deemed eligible for Non-Resident Membership for such duration, not to exceed five (5) years, as their employment may keep them away; with the provisions however, that their status as regular or Associate Members may be resumed, upon their return.

Section 14. Suspension.

Any Member failing to pay his dues for a period of two months shall be suspended (upon approval of Board of Directors) until his dues have been paid, and it shall be the duty of the Treasurer to notify such Member twice within the two months before suspension. Members will also be discharged or expelled for misconduct or neglect of duties and obligations.

Section 15. Resignation.

Any Member desiring to resign as a member of any grade, or as an officer of the club, must submit to the Secretary his written resignation, which will be placed before the next regular meeting of the Board of Directors for acceptance.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers.

The property, affairs and business of this corporation shall be under the care of and be managed by the Board of Directors who shall be chosen annually by the Members of the annual meeting of the Members from among their REGULAR MEMBERS, and shall hold office for one year and until their respective successors are chosen and qualified.

Section 2. Additional Powers.

Without restricting the powers of the Board of Directors by implication or otherwise, said Board shall have, in addition to all other powers which

they may lawfully exercise, the following powers, to-wit;

(a) The Board of Directors shall have the power to purchase, or otherwise acquire, lease, sell, convey, assign or otherwise transfer, for the corporation, any property, rights or privileges which the corporation is authorized to acquire, real, personal or mixed, at such prices and on such tems and conditions and for such consideration as it may see fit, and may at its discretion pay for any property or rights acquired by the corporation either wholly or partially in money or in stock, bonds, or other evidences of indebtedness, subject however to the provisions of Section 1753, Wisconsin Statutes.

(b) The Board of Directors shall have the power to elect or appoint assistants to the general officers of the corporation, and such other officers, agents and servants as it may from time to time deem necessary, define their duties and obligations, fix their compensation and fill vacancies therein, and the Board of Directors shall have the power to remove and suspend permanently or temporarily the officers, the assistant officers, agents and servants appointed by it, and to delegate to any officer of the corporation by resolution all or any of the powers stated in this section with such restrictions as it deems expedient.

(c) The Board of Director shall have the power to establish branch offices or places of business in this state or elsewhere.

(d) The Board of Directors shall have the power to authorize its general officers to borrow money for corporate purposes, and to execute in the corporate name bills, notes or other evidences of indebtedness, but no mortgage shall be given by this corporation on any of its property, either real or personal, to secure the payment of its debts, or to borrow money for the purposes of the corporation without the consent of a majority of the members of the corporation.

Section 3. Resignation.

Any Director desiring to resign as an officer of the club must submit to the secretary his written resignation, which will be placed before

the next regular meeting of the Board of Directors for acceptance.

Section 4. Removal.

Any Director may be removed at any time at a special meeting of the Members of the corporation called for such purpose by the affirmative vote of a majority of the Members of the corporation.

Section 5. Vacancies.

In case of any vacancy in the Board of Directors through death, resignation, removal or other cause, the remaining Directors by the affirmative vote of a majority thereof may elect a successor to fill such vacancy until the next succeeding election, said successor to be chosen from the REGULAR Membership.

Section 6. Place of Meetings.

All meetings of the Board of Directors shall be held at the principal office of the corporation or any other time or place designated by the president, or vice-president in his absence.

Section 7. Regular Meetings.

Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the Members and at such other times as the Board of Directors may by resolution determine. No notice of regular meetings of the Board of Directors is necessary.

Section 8. Special Meetings.

Special meetings of the Board of Directors shall be held whenever called by the Secretary upon the direction of the President, or upon the written request of any two Directors; and it shall be the duty of the Secretary to give sufficient notice of such meetings in person or by mail or telegraph to enable the Directors so notified to attend such meeting.

Section 9. Meetings by Consent.

Meetings of the Board of Directors may be held at any time or place where all of the Directors are present and consent to the holding of such meeting.

Section 10. Quorum.

A majority of the Directors convened according

to these By-Laws shall constitute a quorum for the transaction of business; but if, at any meeting of the Board, there shall be less than a quorum present a majority of these present may adjourn the meeting from time to time.

Section 11. Organization.

The President and in his absence the Vice-President and in their absence any Director chosen by the Directors present shall call meetings of the Board of Directors to order and shall act as Chairman of such meeting and the Secretary of the Corporation shall act as Secretary at all meetings of the Board of Directors but in the absence of the Secretary the presiding officers may appoint any Director to act as Secretary of the meeting.

Section 12. Order of Business.

The order of business at all meetings of the Board of Directors shall be as follows;

(1) Roll call.
(2) Reading of minutes of the preceding meeting and action thereon.
(3) Reports of Officers.
(4) Reports of Committees.
(5) Unfinished Business.
(6) Miscellaneous Business.
(7) New Business.

ARTICLE III
GENERAL OFFICERS

Section 1. Election.

The Board of Directors shall annually at the regular meeting of said Board held immediately following the annual meeting of the Members, choose one of their number President and such other officers as the corporate Articles and By-Laws require and fix their compensation, said officers to hold office for the term of one year and until their successors are elected and qualified.

Section 2. Duties.

The principal duties of the several general officers respectively are as follows:

(1) The **President** shall preside at all of the meetings of the Members and of the Board of Di-

rectors. He shall be the chief executive officer of the corporation and shall have the general supervision, direction and active management of the property, affairs and business of the corporation, subject to the Board of Directors.

He shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute all deeds, leases, conveyances, contracts and agreements authorized by the Board of Directors. He shall submit a complete and detailed report of the corporation for the fiscal year and of its financial condition to the Board of Directors at its first regular meeting in each year and to the Members at their annual meetings and shall, from time to time, report to the Board of Directors all matters within his knowledge which the interests of the corporation may require to be brought to its notice.

He shall perform such additional duties as may be prescribed from time to time by the Board of Directors, or as may be prescribed from time to time by the By-Laws.

(2) The **Vice-President** shall discharge the duties of the President in the event of his absence or disability for any cause whatever. He shall perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

(3) The **Secretary** shall countersign all deeds, leases or conveyances executed by said corporation, affix the corporate seal thereto and to all other papers requiring such seal, and shall keep a correct and complete record of all of the proceedings of said corporation, including such as relate to the election of its officers. He shall also keep a book containing the names of all Members since its organization showing the places of residence and shall safely and systematically keep all books, records and papers belonging to the corporation, or in anywise pertaining to the business thereof. He shall attend to the giving and serving of all notices of the corporation whereby meetings of the Board of Directors or Members are assembled. He shall in general perform all of the duties which are incident to the office of Secretary of a corporation, subject to the Board of Directors. He shall perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

(4) The **Treasurer** shall keep and account for all moneys, credits and property of the corporation which shall come into his hands and keep an accurate account of all money received and disbursed. He shall make such statements as corporations are required to make by the laws of the state of Wisconsin. He shall have the custody of all of the funds and securities of the corporation. Whenever necessary and proper, he shall indorse on behalf of the corporation all checks, notes or other obligations and evidences of the payment of money payable to the corporation or coming into his possession and shall deposit the funds arising therefrom, together with all other funds of the corporation coming into his possession in such banks as may be selected as the depositaries of this corporation, or properly care for them in such other manner as the Board of Directors may direct. He shall sign all checks and other instruments drawn on or payable out of the funds of the corporation and all bills, notes and other evidences of indebtedness of the corporation not requiring the seal of the corporation. Whenever required by the Board of Directors so to do, he shall exhibit a true and complete statement of his cash account and of the securities and other funds in his possession, custody and control. He shall at all reasonable times within business hours exhibit his books and accounts to any Director. He shall in general perform all of the duties which are incident to the office of Treasurer of a corporation, subject to the Board of Directors. If the Board of Directors shall so require it, he shall give bond in such sums and with such surety as the Board of Directors may direct for the faithful performance of his duties and for the safe custody of the funds and property coming into his possession. He shall perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

(5) The **Business Manager** shall take care of the general business of this corporation and conduct all the outside correspondence of the corporation. He shall represent the club at all meetings on all business transactions with individuals, partnerships or corporations. He shall in general perform all of the duties which are incident to the office of Business Manager of a club, subject to the Board of Directors. He shall perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws. This office can be combined with any other office when so prescribed by the Board of Directors.

Section 3. Delegation of Duties.

In case of the absence or inability to act of any officer of the corporation, the Board of Directors may delegate for the time being the duties of such officer to any other officer or to any Director.

ARTICLE IV

COMMITTEES

Section 1. Appointment.

The Board of Directors shall annually at the regular meeting of said Board held immediately following the annual meeting of the Members or at any Board Meeting appoint members to serve on the different committees for a period of one year, and until their successors are appointed.

Section 2. Duties.

The principal duties of the several committees respectively are as follows;

(1) The **Membership Committee** shall conduct a continuous membership campaign, and shall in general perform all of the duties which are usually performed by membership committees, and shall also perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

(2) The **Technical Committee** shall conduct experiments and research on all new developments in short wave radio telegraphic apparatus and

report on the same in order that the Members of this corporation may be benefitted thereby, and shall in general perform all of the duties which are usually performed by technical committees, and shall also perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

(3) The **Publications Committee** shall study radio literature and report in brief all matters of interest to the Members of the corporation, and shall in general perform all of the duties which are usually performed by publication committees, and shall also perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

(4) The **Program Committee** shall arrange in advance the programs of the meetings of the Members of this corporation and shall obtain speakers on radio and allied subjects both from among the membership of the corporation and from outside sources. It shall perform in general all the duties which are usually performed by program committees, and shall also perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

(5) **The Public Relations Committee** shall assist the Members of this corporation with any broadcast interference problems, and shall be the contact between these parties. It shall in general perform all of the duties which are usually performed by the interference committees, and shall also perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

(6) The **Publicity Committee** shall acquaint the people through the medium of the press and through other mediums of the activities of the organization. It shall in general perform all of the duties which are usually performed by publicity committees, and shall also perform such additional duties as may be prescribed from time

to time by the Board of Directors or as may be prescribed from time to time by the By-Laws. The chairman of the Publicity Committee shall be the local publicity manager of the American Radio Relay League, Inc.

(7) **The Legal Committee** shall keep in touch with and render assistance to, whenever possible, any individual member of or club affiliated with the American Radio Relay League, Inc., whom legal cases may affect. It shall in general perform all of the duties which are usually performed by legal committees, and shall also perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws. The Chairman of the Legal Committee shall be known as General Counsel of the corporation, and must be a practicing member of the Wisconsin Bar.

ARTICLE V

SEAL

Section 1. Seal.

This corporation shall have a common seal which shall be in such form as the Board of Directors may adopt and which shall be in charge of the Secretary.

ARTICLE VI

BOOKS AND RECORDS

Section 1. Place of Keeping.

The general and principal books of account of this corporation shall be kept in its principal office in this State, or by such person and at such place as designated by the Board of Directors.

ARTICLE VII

AMENDMENTS

Section 1. Amendments.

By-Laws may be adopted, amended or repealed at any meeting of the Members by the vote of a majority of Members requisite to constitute a quorum present at any such meeting.

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305 W. WELLS ST. • MILWAUKEE

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